**WCS: Annual Corporate Governance Report 2023**

On January 26, 2024, West Coach Station JSC announced Report No. 04/BC-HDQT on the corporate governance of the Company in 2023 as follows:

* Name of public company: West Coach Station JSC
* Head office address: No. 395 Kinh Duong Vuong Street, An Lac Ward, Binh Tan District, Ho Chi Minh City
* Tel: 19007373-10 Fax: 028.38752853
* Email: nvthanh23@yahoo.com
* Charter capital: VND 25,000,000,000
* Securities code: WCS:
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the General Manager
* Internal audit execution: Not executed.
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 1 | No. 40/NQ-DHDCD | April 20, 2023 | * Approve the report on production and business results in 2022 and the orientations and tasks for 2023.
* Approve the Report on activities of the Board of Directors in 2022
* Approve the Report on the activities of the Supervisory Board in 2022
* Approve the Audited Financial Statements 2022
* Approve the Proposal of the Profit distribution in 2022, the profit distribution plan in 2023, remuneration of the Board of Directors, the Supervisory Board, bonus for the managers and employees in 2023.
* Authorize the Board of Directors to select either AFC Vietnam Audit Company Limited, or Vietland Auditing And Consulting Company Limited, or A&C Auditing And Consulting Company Limited, or PwC (Vietnam) Limited to perform the review of the semi-annual financial statements and audit the financial statements for the year 2023 of the Company.
 |

1. The Board of Directors
2. Information about the members of the Board of Directors

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Member of the Board of Directors | Position (independent member/non-executive member) | Date of appointment/dismissal as members/independent member of the Board of Directors |
| Appointment date | Date of dismissal |
| 01 | Le Thi My Hanh | Chair of the Board of Directors (Non-executive member) | April 23, 2021 |  |
| 02 | Dang Nguyen Nguyen Huan | Executive member of the Board of Directors | April 23, 2021 |  |
| 03 | Tran Van Phuong | Executive member of the Board of Directors | April 23, 2021 |  |
| 04 | Mai Thanh Binh | Non-executive member of the Board of Directors | April 23, 2021 |  |
| 05 | Bui Cong Hiep | Independent member of the Board of Directors | April 23, 2021 |  |

1. Board Resolutions/Board Decisions:

In 2023, the Board of Directors of the Company has promulgated 08 Resolutions and 11 Decisions, including:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Resolution/Decision No. | Date | Content |
| 01 | 08/NQ-BXMT | February 13, 2023 | On the appointment of a representative to participate in the establishment of the Vietnam Bus Station Association and participate in its activities. |
| 02 | 09/QD-BXMT | February 13, 2023 | On the appointment of a representative to participate in the establishment of the Vietnam Bus Station Association and participate in its activities. |
| 03 | 17 /NQ-HDQT | March 07, 2023 | * Approve the plan to organize the Annual General Meeting of Shareholders for the year 2023 on April 20, 2023.
* Agenda submitted to the General Meeting of Shareholders 2023:
 |
| 04 | 02/QD- HDQT | March 29, 2023 | Approve the economic-technical report, project: Renovate power cables (cables and electrical cabinets) and public lighting system throughout the bus station. |
| 05 | 03/QD- HDQT | March 29, 2023 | Approve the project contractor selection plan: Renovate power cables (cables and electrical cabinets) and public lighting system throughout the bus station. |
| 06 | 25 /NQ-HDQT | March 30, 2023 | * Approve on the summary report of production and business results for the year 2022. Directions and tasks for the year 2023.
* Approve Report on investment 2022 and continue to exercise the constructions that were approved by the General Meeting of Shareholders in 2022. Moreover, these constructions remain stable regarding its total investment and will be reported at the nearest Annual General Meeting of Shareholders.
* Approve to the report on labor utilization: Employee salary and bonus funds; manager salary, bonus, and remuneration funds, and allocation of funds in 2022. Labor utilization plan and salary funds for 2023.
* Approve on the content of the documents presented at the Annual General Meeting of Shareholders in 2023 scheduled for April 20, 2023.
 |
| 07 | 04/QD- HDQT | April 10, 2023 | Approve the construction design - total estimate (adjusted), project: Management and operation system for automobile transport. |
| 08 | 05/QD- HDQT | April 10, 2023 | Approve the contractor selection plan (adjusted), project: Management and operation system for automobile transport. |
| 09 | 36 /NQ-HDQT | April 13, 2023 | * Approve the preliminary report on the production and business results in Q1/2023 Directions and key tasks for the last 9 months of 2023.
* Approve on the detailed program of the Annual General Meeting of Shareholders for the year 2023 scheduled for April 20, 2023.
 |
| 10 | 12/QD- HDQT | May 31, 2023 | Approve on the investment preparation estimate and contractor selection plan for the investment preparation stage, project: Replacement of roofing machines and maintenance of steel frame at the customer return yard. |
| 11 | 20/QD- HDQT | June 28, 2023 | Approve on the investment preparation estimate and contractor selection plan for the investment preparation stage of the project: Renovation of the ground floor of the 02-wheel parking lot. |
| 12 | 45 /NQ-HDQT | July 10, 2023 | Approve on choosing AFC Audit Vietnam Company Ltd for the review of the semi-annual financial statements and financial statements for the year 2023. |
| 13 | 50 /NQ-HDQT | July 17, 2023 | Approve the summary report of production and business results for the first 6 months of 2023. Directions and key tasks for the last 6 months of 2023. |
| 14 | 27/QD- HDQT | October 11, 2023 | Approve on the economic-technical report of the project: Renovation of the ground floor of the 02-wheel parking lot. |
| 15 | 28/QD- HDQT | October 11, 2023 | Approve the contractor selection plan: Renovation of the ground floor of the 02-wheel parking lot. |
| 16 | 65 /NQ-HDQT | October 17, 2023 | * Approve on the summary report of business operations for the first 9 months of 2023 and directions and key tasks for the last 3 months of 2023.
* Approve on the employee salary and bonus fund, employee salary, bonus, and remuneration fund, and manager salary, bonus, and remuneration fund utilization in 2022 and the plan for 2023.
 |
| 17 | 66 /NQ-HDQT | October 17, 2023 | Approve on adjusting the total investment amount of the project, the construction "Renovation of the working area of the Maintenance and Sanitation teams to a hut" from VND 2,000,000,000 to VND 5,000,000,000 in the 2023 investment plan of the Company. |
| 18 | 33/QD- HDQT | October 18, 2023 | Approve on the economic-technical report of the project: Replacement of roofing machines and maintenance of steel frame at the customer return yard. |
| 19 | 34/QD- HDQT | October 11, 2023 | Approve the plan on contractor selection for the project: Replacement of roofing machines and maintenance of steel frame at the customer return yard. |

1. The Supervisory Board;
2. Information about members of the Supervisory Board:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Members of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Nguyen Xuan Tung | Chief of the Supervisory Board | April 23, 2021 | Bachelor of Law |
| 2 | Truong Nguyen Thien Kim | Member | April 23, 2021 | Master of Finance, Cash flow and Credit |
| 3 | Nguyen Van Ha | Member | April 23, 2021 | Master of Corporate Finance |

1. The Executive Board.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Member of The Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 01 | Dang Nguyen Nguyen Huan | June 01, 1974 | Master in Business Administration | May 11, 2021 |
| 02 | Tran Van Phuong | February 17, 1964 | University of Law, Business Administration | May 11, 2021 |
| 03 | Nguyen Minh Tien | October 20, 1983 | University of Transport and Communications | May 01, 2022 |

1. The Chief Accountant:

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Date of appointment/dismissal |
| Nguyen Van Thanh | January 23, 1971 | Master of Accounting | May 11, 2021 |

1. Training on corporate governance
2. List of affiliated persons of public company
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR None.
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company None.
5. Transactions between the Company and other entities/
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting). None.
	2. Transactions between the Company and companies executed by the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers who are members of the Board of Directors, the Executive Manager (the General Manager). None.
	3. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None.
6. Share transactions between PDMR and related person of PDMR
7. Transaction of PDMR and affiliated persons related to the Company’s shares: None.
8. Other significant issues None.